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**ARTICLES OF INCORPORATION  
OF A COLORADO NONPROFIT  
CORPORATION**

**Please include a typed  
self-addressed envelope**

The undersigned person(s) acting as incorporator(s) of a nonprofit corporation under the Colorado Nonprofit Corporation Act execute(s) the following Articles of Incorporation for such corporation:

- FIRST:** The name of the nonprofit corporation is: THE HIDEAWAY TOWNHOUSES SUBDIVISION HOMEOWNERS ASSOCIATION (the "Association.")
- SECOND:** The address of the initial registered office of the nonprofit corporation in Colorado is: 1877 Broadway, Suite 701 Boulder, CO 80302, and the name of its initial registered agent at such address is T. Amory Host.
- THIRD:** The nonprofit corporation will have members. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.
- FOURTH:** The purposes of the Association and the provisions regarding the distribution of assets on dissolution are as follows: This association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Lots and Common Area within that certain tract of property described as: the Hideaway Townhouses Subdivision, County of Summit and State of Colorado; and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of the Association for this purpose to:
- a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Common Interest Community Declaration of the Hideaway Townhouses Subdivision, a Planned Community, hereinafter called the "Declaration" applicable to the property described therein and recorded or to be recorded in the Office of Clerk and Recorder of Summit County, Colorado and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
  - b) fix, levy, collect and enforce payment of any unlawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
  - c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use otherwise dispose of real or personal property in connection with the affairs of the Association;
  - d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
  - e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication of transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;
  - f) participate in mergers and consolidations with other nonprofit corporation organized for the same purposes of annex additional residential property and Common Area, provided that any such merger,

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consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members; and

g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Colorado by law may now or hereafter have or exercise.

FIFTH: The nonprofit corporation shall have three directors who shall serve as the initial board of directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The name and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
T. Amory Host	1877 Broadway, Suite 701, Boulder, CO 80302
Frederic P. Rubin	1877 Broadway, Suite 701, Boulder, CO 80302
J. Robert Walker	1877 Broadway, Suite 701, Boulder, CO 80302

At the first annual meeting the members shall elect three directors for a term of one year, three directors for a term of two years and three directors for a term of three years; and at each annual meeting thereafter the members shall elect three directors for a term of three years.

SEVENTH: The association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and converted to Class A membership after the happening of any of the following events, whichever occurs earlier:

- (a) five years from the date of recording of the Declaration;
- (b) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (c) two years after the last conveyance of a Lot by Declarant in the ordinary course of business; or

EIGHTH: The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

NINTH: The corporation shall exist perpetually

TENTH: Amendments of the Articles shall require the assent of 75 percent (75%) of the entire membership.

SIXTH: The name(s) and address(es) of each incorporator(s) is:

<u>NAME OF INCORPORATOR(S)</u>	<u>ADDRESS (include zip code)</u>
T. Amory Host	1877 Broadway, Suite 701, Boulder, CO 80302

The signature of each incorporator:

  
\_\_\_\_\_  
T. Amory Host, Incorporator